

MISSOURI PACIFIC RAILROAD CO.

210 N. 13TH STREET

ST. LOUIS, MISSOURI 63103

JAMES A. HESSE 622-2024
ASSISTANT GENERAL COUNSEL

PATRICK C. MULLEN 622-2022
GENERAL SOLICITOR

ROBERT H. STAHLHEBER 622-2014
GENERAL ATTORNEY - COMMERCE

CHARLES P. LIPPERT 622-2021
ROBERT W. YOST 622-2015
GENERAL ATTORNEYS

ROBERT S. DAVIS 622-2011
RICHARD S. M. EMRICH, III 622-2013
COMMERCE COUNSEL

DONALD E. MOLLOY 622-2016
PAUL E. LITTLETON 622-2017
PAUL J. M. RUTTERER 622-2866
ASSISTANT GENERAL ATTORNEYS

TEL. (314) 622-0123

LAW DEPARTMENT

MARK M. HENNELLY
VICE PRESIDENT AND GENERAL COUNSEL
622-2025

May 3, 1977

7-136-1010
MAY 18 1977
10
Washington, D. C.

Mr. Robert L. Oswald
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 6085-5 Filed & Recorded

MAY 16 1977-10 00 AM

INTERSTATE COMMERCE COMMISSION

Re: The Texas and Pacific Railway
Equipment Trust, Series BB
Dated April 1, 1971
Chemical Bank, Trustee.
Originally recorded with ICC
Rec. 6085 - 3/22/71 - 3:30 pm

Dear Sir:

Enclosed for filing and recording pursuant to Sec. 20c of the Interstate Commerce Act and 49 Code Fed. Regs. Sec. 1116.1(a), et seq., are four executed counterparts of a Supplemental Lease of Railroad Equipment, dated as of May 3, 1977, between Chemical Bank, Trustee, and Missouri Pacific Railroad Company, as successor to The Texas and Pacific Railway Company, supplementing a Lease and Agreement, constituting the above Equipment Trust.

The Supplemental Lease, dated as of May 3, 1977, transmitted herewith for filing and recording, covers the following Equipment:

<u>No. of Units</u>	<u>Description</u>
1	100-Ton 62' Insulated Box Car w/ Load Dividers, numbered MP 793009 AAR Class or Mechanical Designation RBL

The names and addresses of the parties to the transaction set forth in the instrument transmitted herewith for filing and recording are:

Trustee- Chemical Bank
Lessor: 55 Water Street
New York, New York 10041

Charles P. Lippert
Robert W. Yost

Mr. Robert L. Oswald

- 2 -

May 3, 1977

Lessee: Missouri Pacific Railroad Company
210 North 13th Street
St. Louis, Missouri 63103

The original Equipment Trust Agreement referred to herein was recorded with the Interstate Commerce Commission on the date and assigned the recordation number specified in the caption hereof.

Check or voucher to cover the \$10 recording and filing fee is furnished herewith.

Upon filing and recording of the enclosed instrument, three counterparts thereof, showing thereon the Commission's recordation data, should be returned to:

Mrs. Judy C. Durand, Vice President
Missouri Pacific Railroad Company
337 National Press Building
Washington, D.C. 20045
(Tel.: 628-2921)

who will arrange to call for same upon telephone advice that recordation has been accomplished.

Very truly yours,


Paul J. M. Rutterer

PJMR:js

Encl:

Supplemental Lease (4)
Check or voucher for \$10 rec. fee

RECORDING NO. 6085-E Filed & Recorded
MAY 16 1977 - 10 00 AM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL LEASE OF RAILROAD EQUIPMENT

THE TEXAS AND PACIFIC RAILWAY EQUIPMENT TRUST, SERIES **BB**
Equipment Trust Agreement Consisting of Agreement and
Lease of Railroad Equipment, dated **April 1, 1971**
(Original I.C.C. Rec. No. **6085**)

THIS SUPPLEMENTAL LEASE OF RAILROAD EQUIPMENT, dated as of
May 3, 1977, between CHEMICAL BANK, a New York corporation, Trustee (here-
inafter called the Trustee), and MISSOURI PACIFIC RAILROAD COMPANY, a
Missouri corporation (hereinafter called the Railroad):

WHEREAS, the Equipment Trust Agreement identified in the caption
hereof, originally entered into between the Trustee and the Railroad's prede-
cessor in interest as of the date specified in the caption hereof, is now in
effect between the Trustee and the Railroad, and provides for the leasing by
the Trustee to the Railroad of certain Trust Equipment as defined and on the
terms set forth in said Equipment Trust Agreement; and

WHEREAS, there is now on deposit with the Trustee **\$54,891.06** ,
representing the Fair Value (determined as provided in the Equipment Trust
Agreement) of Trust Equipment heretofore destroyed or sold and released;
and

WHEREAS, the Railroad desires to replace said Trust Equipment so
destroyed or sold and released with new standard-gauge railroad Equipment
of substantially as good material and construction and of value (determined
as provided in the Equipment Trust Agreement) at least equal to the Fair

Value of the Trust Equipment so destroyed or sold and released, and has requested and herewith requests the Trustee to apply the amount so deposited and any other available Deposited Cash or Replacement Funds (to the extent necessary) to or toward the purchase of replacement Trust Equipment as hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and pursuant to the terms of the Lease, the parties agree:

1. The Trust Equipment as defined and described in the Lease included in said Equipment Trust shall include the following new standard-gauge railroad Equipment:

<u>No. of Units</u>	<u>Description</u>	<u>Est. Cost and Fair Value</u>
1	100-Ton 62' Insulated Box Cars w/ Load Dividers, numbered MP 793009	\$51,728

which railroad Equipment shall hereafter constitute and be a part of the Trust Equipment of the Equipment Trust referred to herein, as fully and completely as though it had been part of the original Trust Equipment and subject to all the terms and conditions of said Equipment Trust.

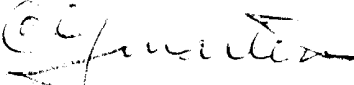
2. This Supplemental Lease is subject to all the terms, covenants, provisions and conditions of the Equipment Trust referred to in the caption hereof, and shall be binding upon the parties hereto, their respective successors and assigns.

IN WITNESS WHEREOF, the Trustee and the Railroad have caused their names to be signed hereto by their respective officers thereunto duly authorized

and their respective corporate seals to be hereto affixed, duly attested,
as of the day and year first above written.

ATTEST:

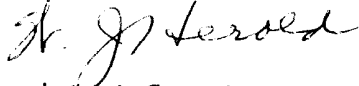
CHEMICAL BANK


Assistant Secretary

By 
Senior Trust Officer

ATTEST:

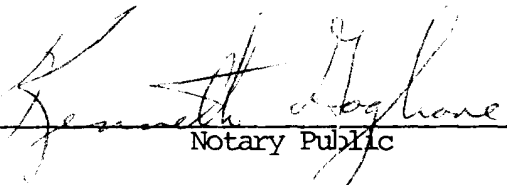
MISSOURI PACIFIC RAILROAD COMPANY


Assistant Secretary


By
Vice President

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On this 9th day of May, 1977, before me personally appeared
Senior F. J. FARRELL, to me personally known, who, being by me duly
sworn, says that he is a ~~Corporate~~ Trust Officer of CHEMICAL BANK, that one
of the seals affixed to the foregoing instrument is the corporate seal of
said corporation, that said instrument was signed and sealed on behalf of
said corporation by its Board of Directors, and he acknowledged that the
execution of the foregoing instrument was the free act and deed of said cor-
poration.



Notary Public

KENNETH GAGLIONE
Notary Public, State of New York
No. 10-1321588
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires March 30, 1979

STATE OF MISSOURI)
) ss.
CITY OF ST. LOUIS)

On this 3rd day of May, 1977, before me personally appeared
M. M. Hennelly, to me personally known, who, being by me duly sworn, says
that he is a Vice President of MISSOURI PACIFIC RAILROAD COMPANY, that one
of the seals affixed to the foregoing instrument is the corporate seal of
said corporation, that said instrument was signed and sealed on behalf of
said corporation by authority of its Board of Directors, and he acknowledged
that the execution of the foregoing instrument was the free act and deed of
said corporation.



Notary Public

My Commission expires September 28, 1978.

R. C. MASON, NOTARY PUBLIC
County of St. Louis, State of Missouri
My Commission Expires September 28, 1978

This act performed in the County of St.
Louis, which is within the County of
St. Louis in which was commission-
ed.

MISSOURI PACIFIC RAILROAD CO.

JAMES A. HESSE 622-2024
ASSISTANT GENERAL COUNSEL

PATRICK C. MULLEN 622-2022
GENERAL SOLICITOR

ROBERT H. STAHLHEBER 622-2014
GENERAL ATTORNEY-COMMERCE

CHARLES P. LIPPERT 622-2017
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210 N. 13TH STREET

ST. LOUIS, MISSOURI 63103

TEL. AREA CODE 314 622-0123

LAW DEPARTMENT

MARK M. HENNELLY
SENIOR VICE PRESIDENT AND GENERAL COUNSEL
622-2025

June 19, 1978

8-178A039

NO.

JUN 27 1978

Fee \$ 10

RECORDATION NO. 6085-1

Filed & Recorded

Washington, D. C.

JUN 27 1978 - 10 05 AM

INTERSTATE COMMERCE COMMISSION

RECEIVED
JUN 27 10 00 AM '78
I.C.C. C. C.
FEE OPERATION BR.

Mr. H. G. Homme, Jr.
Acting Secretary
Interstate Commerce Commission
Washington, DC 20423

Re: The Texas and Pacific Railway
Equipment Trust, Series BB
Dated April 1, 1971
Chemical Bank, Trustee
Originally recorded with ICC
Rec. 6085 - March 22, 1971 - 3:30 pm

Dear Sir:

Enclosed for filing and recording pursuant to Sec. 20c of the Interstate Commerce Act and 49 Code Fed. Regs. Sec. 1116.1(a), et seq., are four executed counterparts of a Supplemental Lease of Railroad Equipment, dated as of June 19, 1978, between Chemical Bank, Trustee, and Missouri Pacific Railroad Company, as successor to The Texas and Pacific Railway Company, supplementing a Lease and Agreement, constituting the above Equipment Trust.

The Supplemental Lease, dated as of June 19, 1978, transmitted herewith for filing and recording, covers the following Equipment:

No. of Units

Description

5

100-Ton Covered Hopper Cars, 4750 C.F.
numbered MP 723390, MP 723391, MP 723392,
MP 723393, MP 723394

AAR Class or Mechanical Designation LO

The names and addresses of the parties to the transaction set forth in the instrument transmitted herewith for filing and recording

Mr. H. G. Homme, Jr.

-2-

June 19, 1978

are:

Trustee-	Chemical Bank
Lessor:	55 Water Street
	New York, New York 10041
Lessee:	Missouri Pacific Railroad Company
	210 North 13th Street
	St. Louis, Missouri 63103

The original Equipment Trust Agreement referred to herein was recorded with the Interstate Commerce Commission on the date and assigned the recordation number specified in the caption hereof.

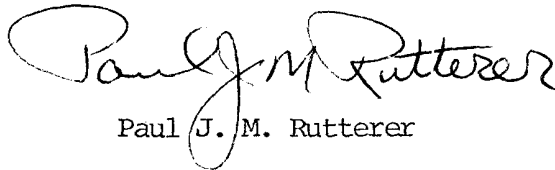
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Mrs. Judy C. Durand, Vice President
Missouri Pacific Railroad Company
Suite 1203 - 1825 K Street, N.W.
Washington, DC 20006
(Tel.: 628-2921)

who will arrange to call for same upon telephone advice that recordation has been accomplished.

Very truly yours,


Paul J. M. Rutterer

PJMR:slb

Encl:

Supplemental Lease (4)
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